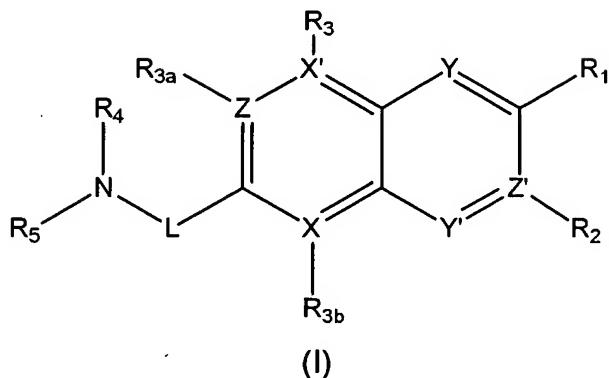


AMENDMENTS

1. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable salt, ester, amide, or prodrug thereof, wherein:

Y, and Y' are each independently selected from the group consisting of CH₂ and CF₃ and N;

X, X', Z, and Z' are each independently C or N;
one of R₁ and R₂ is selected from the group consisting of halogen, cyano, and L₂R₆;

the other of R₁ and R₂ is selected from the group consisting of hydrogen, alkyl, alkoxy, aryl, cycloalkyl, halogen, cyano, and thioalkoxy, provided that R₂ is absent when Z' is N;

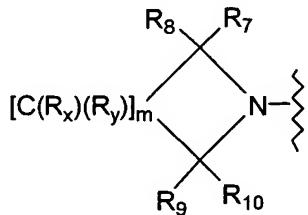
~~R₃ is absent when X' is N or R₃ is selected from the group consisting of hydrogen, alkyl, alkoxy, halogen, cyano, and thioalkoxy;~~

~~R_{3a} is absent when Z is N or R_{3a} is selected from the group consisting of hydrogen, methyl, alkoxy, halogen, and cyano;~~

~~R_{3b} is absent when X is N or R_{3b} is selected from the group consisting of hydrogen, alkyl, alkoxy, halogen, hydroxy, cyano, and thioalkoxy;~~

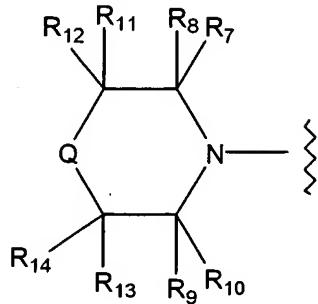
R₄ and R₅ are each independently selected from the group consisting of alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, cycloalkylalkyl, and

(NR_AR_B)alkyl, or R₄ and R₅ taken together with the nitrogen atom to which each is attached form a non-aromatic ring of the formula:



(a)

or



(b)

;

R₆ is selected from the group consisting of aryl, heteroaryl, heterocycle, and cycloalkyl;

R₇, R₈, R₉, and R₁₀ at each occurrence are each independently selected from the group consisting of hydrogen, hydroxyalkyl, fluoroalkyl, and alkyl; or one of the pair R₇ and R₈ or the pair R₉ and R₁₀ is taken together to form a C₃-C₆ ring, wherein 0, 1, or 2 heteroatoms selected from O, N, or S replace a carbon atom in the ring;

R₁₁, R₁₂, R₁₃, and R₁₄ are each independently selected from the group consisting of hydrogen, hydroxy, hydroxyalkyl, alkyl, and fluoro;

Q is selected from the group consisting of a bond, O, S, and NR₁₅;

L is -[C(R₁₆)(R₁₇)]_n- or -[C(R₁₆)(R₁₇)]_pO-;

L₂ is selected from the group consisting of a bond, -O-, -C(=O)-, -S-, -[C(R₁₈)(R₁₉)]_q-, -O-[C(R₁₈)(R₁₉)]_q-, -NH- and -N(alkyl)-;

R₁₅ is selected from the group consisting of hydrogen, alkyl, acyl, amido, and formyl;

R₁₆ and R₁₇ at each occurrence are independently selected from the group consisting of hydrogen, alkyl, alkoxy, and fluoro;

R₁₈ and R₁₉ at each occurrence are each independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkoxy, and fluoro;

R_x and R_y at each occurrence are independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkoxy, alkylamino, dialkylamino, and fluoro, or one of R_x or R_y represents a covalent bond when taken together with R_x or R_y on an adjacent carbon atom such that a double bond is represented between the adjacent carbon atoms;

m is an integer from 1 to 5;

n is an integer from 1 to 6;

p is an integer from 2 to 6; and

q is an integer from 1 to 4;

~~wherein 0, 1, or 2 of X , X' , Y , Y' , Z , and Z' can be nitrogen; provided that R_3 is absent when X' is N; R_{3a} is absent when Z is N; R_2 is absent when Z' is N, and R_{3b} is absent when X is N.~~

2. (Original) The compound of claim 1, wherein R_1 is bromo, cyano, or L_2R_6 .

3. (Original) The compound of claim 1, wherein R_1 is L_2R_6 , L_2 is $-CH(OH)-$, $-C(=O)-$, or a bond, and R_6 is aryl, heteroaryl, heterocycle, or cycloalkyl.

4. (Original) The compound of claim 1, wherein R_1 is L_2R_6 , L_2 is a bond, and R_6 is aryl wherein the aryl is phenyl substituted with 0, 1, or 2 substituents selected from the group consisting of cyano, halogen, $-NR_AR_B$, alkoxy, hydroxyalkyl, alkylcarbonyl, alkoxy carbonyl, cycloalkylcarbonyl, alkylsulfonyl, haloalkyl, and thioalkoxy.

5. (Original) The compound of claim 1, wherein R_1 is L_2R_6 , L_2 is a bond, and R_6 is selected from the group consisting of furyl, imidazolyl, isothiazolyl, isoxazolyl, oxadiazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridazinonyl, pyridinonyl, pyridinyl, pyrimidinyl, pyrrolyl, tetrazolyl, thiadiazolyl, thiazolyl, thienyl, triazinyl, and triazolyl, substituted with 0, 1, 2, or 3 substituents selected

from the group consisting of $-\text{NR}_A\text{R}_B$, halogen, alkyl, cyano, alkoxyimino, alkoxycarbonyl, $(\text{NR}_A\text{R}_B)\text{carbonyl}$, alkylcarbonyl, haloalkyl, and alkoxy.

6. (Original) The compound of claim 1, wherein R_1 is L_2R_6 , L_2 is a bond, and R_6 is selected from the group consisting of azepanyl, azetidinyl, aziridinyl, azocanyl, dihydrothiazolyl, morpholinyl, piperazinyl, piperidinyl, pyrrolidinyl, pyrrolinyl, thiomorpholinyl, tetrahydropyridinyl, tetrahydrofuryl, and tetrahydropyranyl.
7. (Original) The compound of claim 1, wherein R_4 and R_5 are each independently selected from methyl, ethyl, and propyl.
8. (Original) The compound of claim 1, wherein R_4 and R_5 taken together with the nitrogen atom to which each is attached form a 4- to 8-membered non-aromatic ring represented by formula (a).
9. (Original) The compound of claim 8, wherein the 4- to 8-membered non-aromatic ring is selected from the group consisting of azetidinyl, azepanyl, azepinyl, pyrrolidinyl, pyrrolinyl, piperidinyl, piperazinyl, and tetrahydropyridinyl, substituted with 0, 1, or 2 substituents selected from the group consisting of alkyl, hydroxyalkyl, fluoroalkyl, and $-\text{NR}_A\text{R}_B$.
10. (Original) The compound of claim 8, wherein at least one substituent represented by R_7 , R_8 , R_9 , and R_{10} is selected from the group consisting of alkyl, halogen, fluoroalkyl, and hydroxyalkyl or at least one substituent represented by R_x or R_y is selected from the group consisting of hydrogen, hydroxy, and fluoro.
11. (Original) The compound of claim 8, wherein the 4- to 8-membered non-aromatic ring is selected from the group consisting of methylpyrrolidinyl,

ethylpyrrolidinyl, dimethylaminopyrrolidinyl, isopropylpyrrolidinyl, isobutylpyrrolidinyl, hydroxymethylpyrrolidinyl, and fluoromethylpyrrolidinyl.

12. (Original) The compound of claim 1, wherein R_4 and R_5 taken together with the nitrogen atom to which each is attached form morpholinyl or thiomorpholinyl.

13. (Original) The compound of claim 1, wherein at least one substituent represented by R_7 , R_8 , R_9 , and R_{10} is hydroxyalkyl, fluoroalkyl, or alkyl.

14. (Original) The compound of claim 1, wherein at least one substituent represented by R_7 , R_8 , R_9 , and R_{10} is methyl, ethyl, fluoromethyl, or hydroxymethyl.

15. (Original) The compound of claim 1, wherein one substituent represented by R_7 , R_8 , R_9 , and R_{10} is alkyl and the other three substituents are hydrogen.

16. (Original) The compound of claim 1, wherein R_{11} , R_{12} , R_{13} , and R_{14} are each hydrogen.

17. (Original) The compound of claim 1, wherein R_{11} and R_{12} each are hydrogen, and R_{13} and R_{14} are each independently selected from the group consisting of hydrogen and alkyl.

18. (Original) The compound of claim 1, wherein R_{15} is selected from the group consisting of hydrogen, alkyl, amido, and formyl.

19. (Original) The compound of claim 1, wherein R_{16} and R_{17} are hydrogen.

20. (Original) The compound of claim 1, wherein R_{18} and R_{19} are hydrogen.

21. (Original) The compound of claim 1, wherein m is 2 or 3.
22. (Original) The compound of claim 1, wherein n is 2 or 3.
23. (Original) The compound of claim 1, wherein p is 2.
24. (Original) The compound of claim 1, wherein q is 1.
25. (Original) The compound of claim 1, wherein
Y and Y' are CH;
X, X', Z, and Z' are C; and
R₂, R₃, R_{3a}, and R_{3b} are hydrogen.

Claims 26-39 are cancelled.

40. (Original) The compound of claim 1, wherein:
R₁ is L₂R₆ wherein L₂ is a bond and R₆ is heteroaryl or heterocycle;
R₂, R₃, R_{3a}, and R_{3b} are hydrogen;
L is -[C(R₁₆)(R₁₇)]_n-;
n is 2;
R₁₆ and R₁₇ at each occurrence are hydrogen;
R₄ and R₅ are taken together to form a methylpyrrolidinyl ring of formula
(a), wherein one of R₇, R₈, R₉, and R₁₀ is methyl and the remaining three
substituents are hydrogen;
Y and Y' are CH; and
X, X', Z, and Z' are C.
41. (Original) The compound of claim 40, wherein R₁ is a heteroaryl group
selected from 2H-pyridazin-3-one-2-yl.

42. (Currently Amended) The compound of claim 1, selected from the group consisting of

4-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)benzonitrile;
(2R)-1-[2-(6-bromo-2-naphthyl)ethyl]-2-methylpyrrolidine;
1-[3-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)phenyl]ethanone;
2-[3-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)phenyl]-2-propanol;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthonitrile;
4-(6-{[(2R)-2-methyl-1-pyrrolidinyl]methyl}-2-naphthyl)benzonitrile;
3-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)benzonitrile;
4-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)pyridine;
3-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)pyridine;
(3-fluorophenyl)(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)methanol;
3,5-dimethyl-4-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)isoxazole;
4-(6-{2-[(2S)-2-(hydroxymethyl)-1-pyrrolidinyl]ethyl}-2-naphthyl)benzonitrile;
4-(6-{2-[(3R)-3-hydroxy-1-pyrrolidinyl]ethyl}-2-naphthyl)benzonitrile;
4-{6-[2-(2-isobutyl-1-pyrrolidinyl)ethyl]-2-naphthyl}benzonitrile;
4-{6-[2-(2-isopropyl-1-pyrrolidinyl)ethyl]-2-naphthyl}benzonitrile;
4-(6-{2-[(3R)-3-(dimethylamino)-1-pyrrolidinyl]ethyl}-2-naphthyl)benzonitrile;
4-{6-[2-(diethylamino)ethyl]-2-naphthyl}benzonitrile;
4-{6-[2-(dimethylamino)ethyl]-2-naphthyl}benzonitrile;
4-(6-{2-[ethyl(isopropyl)amino]ethyl}-2-naphthyl)benzonitrile;
4-(6-{2-[tert-butyl(methyl)amino]ethyl}-2-naphthyl)benzonitrile;
4-(6-{2-[(2S)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)benzonitrile;
4-(6-{2-[(2R)-2-methyl-1-piperidinyl]ethyl}-2-naphthyl)benzonitrile;

4-{6-[2-(2,5-dihydro-1*H*-pyrrol-1-yl)ethyl]-2-naphthyl}benzonitrile;
4-(6-{2-[methyl(propyl)amino]ethyl}-2-naphthyl)benzonitrile;
4-(6-{2-[(2-hydroxyethyl)(methyl)amino]ethyl}-2-naphthyl)benzonitrile;
5-(6-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)pyrimidine;
4-(6-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)morpholine;
2-(6-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)-1,3-thiazole;
4-(6-{2-[(2*S*)-2-(fluoromethyl)-1-pyrrolidinyl]ethyl}-2-naphthyl)benzonitrile;
(3-fluorophenyl)(6-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)methanone;
2-(6-{2-[(2*R*)-2-methyl-1-pyrrolidin-1-yl]-ethyl}-2-naphthalen-2-yl)-2*H*-pyridazin-3-one;
2-methoxy-5-(6-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)pyridine;
4-(6-{2-[(2*R*)-2-(hydroxymethyl)-1-pyrrolidinyl]ethyl}-2-naphthyl)benzonitrile;
4-{6-[2-(2-methyl-1-pyrrolidinyl)ethyl]-2-naphthyl}benzonitrile;
4-{6-[2-(1-pyrrolidinyl)ethyl]-2-naphthyl}benzonitrile;
4-(6-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)thiomorpholine;
1-{2-[(6-bromo-2-naphthyl)oxy]ethyl}pyrrolidine;
3-{6-[2-(1-pyrrolidinyl)ethoxy]-2-naphthyl}benzonitrile;
3-{6-[2-(1-pyrrolidinyl)ethoxy]-2-naphthyl}pyridine;
3-(6-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethoxy}-2-naphthyl)benzonitrile;
3-(6-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethoxy}-2-naphthyl)pyridine;
4-(2-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-6-quinolinyl)benzonitrile;
6-(4-fluorophenyl)-2-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}quinoline;
3-(2-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-6-quinolinyl)benzonitrile;
1-[3-(2-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-6-quinolinyl)phenyl]ethanone;
6-(4-methoxyphenyl)-2-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}quinoline;
2-{2-[(2*R*)-2-methyl-1-pyrrolidinyl]ethyl}-6-[4-(trifluoromethyl)phenyl]quinoline;

2-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-6-[4-(methylsulfonyl)phenyl]quinoline;
6-(3,5-difluorophenyl)-2-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}quinoline;
(3-fluorophenyl)(2-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-6-quinolinyl)methanone;
2-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-6-(3-pyridinyl)quinoline;
4-(3-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-7-isquinolinyl)benzonitrile;
3-(3-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-7-isquinolinyl)benzonitrile;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(3-pyridinyl)quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(4-pyridinyl)quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(2-pyridinyl)quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(1,3-thiazol-2-yl)quinoline;
2-(2,4-dimethyl-1,3-thiazol-5-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(2-pyrazinyl)quinoline;
1-[6-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-quinolinyl)-2-pyridinyl]ethanone;
4-(2-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-6-quinoxalinyl)benzonitrile;
4-(3-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-6-quinoxalinyl)benzonitrile;
7-(2,6-difluoro-3-pyridinyl)-3-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}isquinoline;
3-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-7-(3-pyridinyl)isquinoline;
3-(benzyloxy)-2-methyl-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}quinoline;
2-cyclopropyl-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}quinoline;
4-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-quinolinyl)benzonitrile;
2,6-dimethyl-5-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-quinolinyl)nicotinonitrile;
2-(3-methyl-2-pyrazinyl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}quinoline;
ethyl 5-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-quinolinyl)-3-isoxazolecarboxylate;

5-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-quinolinyl)-2-thiophenecarbonitrile;
ethyl 5-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-quinolinyl)-2-thiophenecarboximidoate;
2-(2,4-dimethyl-1,3-oxazol-5-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}quinoline;
ethyl 3-methyl-5-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-quinolinyl)-4-isoxazolecarboxylate;
4-(7-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-3-isquinolinyl)benzonitrile;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(4-methoxyphenyl)quinoxaline;
7-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(4-methoxyphenyl)quinoxaline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-phenylquinoxaline;
7-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-phenylquinoxaline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(3-pyridinyl)quinazoline;
6-methyl-2-{6-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-2H-pyridazin-3-one;
5-{6-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-pyrimidine-2-carbonitrile;
1-{6-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-1H-pyridin-2-one;
5-{6-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-nicotinonitrile;
4-methyl-1-{6-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-1H-pyridin-2-one;
2-{6-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-pyrazine;
2-{6-[2-((2R)-2-methyl-2,5-dihydro-pyrrol-1-yl)-ethyl]-naphthalen-2-yl}-2H-pyridazin-3-one;
4-(6-{2-[(2-dimethylamino-ethyl)-methyl-amino]-ethyl}-naphthalen-2-yl)-benzonitrile;
4-{6-[2-(4-methyl-piperazin-1-yl)-ethyl]-naphthalen-2-yl}-benzonitrile;

2-(2,5-dimethyl-furan-3-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(4-methylsulfanyl-phenyl)-quinoline;
2-(6-methyl-pyridin-3-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
2-(1,3-dimethyl-1*H*-pyrazol-4-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-thiophen-3-yl-quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-pyrimidin-5-yl-quinoline;
2-(2,6-dimethyl-pyridin-3-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
1-[2,6-dimethyl-5-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinolin-2-yl)-pyridin-3-yl]-ethanone.;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(2*H*-pyrazol-3-yl)-quinoline;
2-(3-bromo-isoxazol-5-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
2-(6-chloro-pyridin-3-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
2-(3,5-dimethyl-thiophen-2-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-thiophen-2-yl-quinoline;
2-furan-3-yl-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
2-(4,5-dihydro-thiazol-2-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
1-[4-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinolin-2-yl)-phenyl]-ethanone;
3-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinolin-2-yl)-2-trifluoromethyl-pyridin-4-ol;
2-(3,5-dimethyl-1*H*-pyrazol-4-yl)-6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinoline;
6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-(1*H*-pyrazol-4-yl)-quinoline;

2,6-dimethyl-5-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-quinolin-2-yl)-nicotinamide;

2-[2-(2R-methyl-pyrrolidin-1-yl)-ethyl]-6-pyridin-4-yl-quinoline;

6-(6-methoxy-pyridin-3-yl)-2-[2(R)-(2-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

6-(2,6-difluoro-pyridin-3-yl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

6-(6-chloro-pyridin-3-yl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

6-(2,6-dichloro-pyridin-3-yl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-6-pyrazin-2-yl-quinoline;

2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-6-pyrimidin-5-yl-quinoline;

6-(2,4-dimethoxy-pyrimidin-5-yl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

dimethyl-(4-{2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinolin-6-yl}-phenyl)-amine;

1-(4-{2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinolin-6-yl}-phenyl)-ethanone;

6-(4-chloro-phenyl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

6-(2,6-dimethyl-pyridin-3-yl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

6-(5-methoxy-pyridin-3-yl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

6-(3,5-dimethyl-isoxazol-4-yl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

4-{2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinolin-6-yl}-benzoic acid methyl ester;

2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-6-(4-methylsulfanyl-phenyl)-quinoline;

6-(6-fluoro-pyridin-3-yl)-2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinoline;

5-[2-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-quinolin-6-yl]-nicotinonitrile;

2,4-dimethoxy-5-[6-[2-((2R)-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-pyrimidine;

2,6-difluoro-3-[6-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-pyridine;

cyclopropyl-(4-[6-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-phenyl)-methanone;

3-methoxy-6-[6-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-pyridazine;

4-[6-[2-(2-methyl-piperidin-1-yl)-ethyl]-naphthalen-2-yl]-benzonitrile;

4-[6-[2-((2R)-2-ethyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-benzonitrile;

2-[6-[2-((2S)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-((2R)-2-piperidin-1-yl-ethyl)-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-[2-(tert-butyl-methyl-amino)-ethyl]-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-(2-diethylamino-ethyl)-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-(2-morpholin-4-yl-ethyl)-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-[2-(ethyl-methyl-amino)-ethyl]-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-[2-((2S)-2-fluoromethyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-[2-(2-hydroxymethyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-[2-((R)-2-ethyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-(2-azetidin-1-yl-ethyl)-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-[2-((2S)-2-fluoromethyl-azetidin-1-yl)-ethyl]-naphthalen-2-yl]-2H-pyridazin-3-one;

2-[6-[2-((2S)-2-hydroxymethyl-azetidin-1-yl)-ethyl]-naphthalen-2-yl]-2H-pyridazin-3-one;

2-{6-[2-((2R,5R)-2,5-Dimethyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-2H-pyridazin-3-one;

2-{6-[2-((2R,6S)-2,6-dimethyl-piperidin-1-yl)-ethyl]-naphthalen-2-yl}-2H-pyridazin-3-one;

2-{6-[2-((R)-3-hydroxy-piperidin-1-yl)-ethyl]-naphthalen-2-yl}-2H-pyridazin-3-one;

2-{6-[2-((R)-2-methyl-piperidin-1-yl)-ethyl]-naphthalen-2-yl}-2H-pyridazin-3-one;

2,6-dimethyl-3-{6-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-pyridine;

5-{6-[2-((R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-thiazole;

2-{6-[2-((R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-pyrimidine;

3-chloro-6-{6-[2-((R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-pyridazine;

5-{6-[2-((R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-pyrimidin-2-ylamine; and

2-methyl-5-{6-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-naphthalen-2-yl}-pyridine; and

3-bromo-7-(2-pyrrolidin-1-yl-ethyl)-[1,5]naphthyridine;

3-bromo-7-[2-(2R-2-methyl-pyrrolidin-1-yl)-ethyl]-[1,5]naphthyridine;

3-bromo-7-(2-piperidin-1-yl-ethyl)-[1,5]naphthyridine;

3-(2,6-dimethyl-pyridin-3-yl)-7-[2-(2R-2-methyl-pyrrolidin-1-yl)-ethyl]-[1,5]naphthyridine;

3-(2,4-dimethoxy-pyrimidin-5-yl)-7-[2-(2R-2-methyl-pyrrolidin-1-yl)-ethyl]-[1,5]naphthyridine;

3-(2,6-dimethyl-pyridin-3-yl)-7-(2-pyrrolidin-1-yl-ethyl)-[1,5]naphthyridine;

3-(2,4-dimethoxy-pyrimidin-5-yl)-7-(2-pyrrolidin-1-yl-ethyl)-[1,5]naphthyridine;

3-(2,6-dimethyl-pyridin-3-yl)-7-(2-piperidin-1-yl-ethyl)-[1,5]naphthyridine;

3-(2,4-dimethoxy-pyrimidin-5-yl)-7-(2-piperidin-1-yl-ethyl)-
[1,5]naphthyridine;

3-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-7-pyridin-4-yl-isoquinoline;

7-(6-methoxy-pyridin-3-yl)-3-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-
isoquinoline;

3-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-7-pyrimidin-5-yl-isoquinoline;

7-(6-fluoro-pyridin-3-yl)-3-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-
isoquinoline;

5-[3-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-isoquinolin-7-yl]-nicotinonitrile;

7-(3-chloro-pyridin-4-yl)-3-[2-(2(R)-methyl-pyrrolidin-1-yl)-ethyl]-
isoquinoline;

7-bromo-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-4-ol;

4-[3-[2-(2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-benzonitrile;

7-bromo-4-chloro-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnoline;

4-[4-hydroxy-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-
benzonitrile;

4-[4-isopropoxy-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-
benzonitrile;

4-[3-[2-(4-methyl-piperazin-1-yl)-ethyl]-cinnolin-7-yl]-benzonitrile;

4-[3-(2-piperidin-1-yl-ethyl)-cinnolin-7-yl]-benzonitrile;

4-[3-(2-pyrrolidin-1-yl-ethyl)-cinnolin-7-yl]-benzonitrile;

4-[3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-benzonitrile;

4-[3-[2-((2R)-2-hydroxymethyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-
benzonitrile;

4-[3-(2-morpholin-4-yl-ethyl)-cinnolin-7-yl]-benzonitrile;

4-[3-[2-(4-methyl-piperidin-1-yl)-ethyl]-cinnolin-7-yl]-benzonitrile;

4-[3-[2-(ethyl-methyl-amino)-ethyl]-cinnolin-7-yl]-benzonitrile;

7-(2,6-dimethyl-pyridin-3-yl)-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-
cinnoline;

7-(2,4-dimethoxy-pyrimidin-5-yl)-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnoline;

7-(6-methoxy-pyridin-3-yl)-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnoline;

3-[3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-benzonitrile;

5-[3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-nicotinonitrile;

7-(4-fluoro-phenyl)-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnoline;

2-[3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-pyrrole-1-carboxylic acid tert-butyl ester;

(3-[3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnolin-7-yl]-phenyl)-methanol;

7-(3,5-difluoro-phenyl)-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnoline;

3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-7-thiophen-3-yl-cinnoline;

7-(4-chloro-phenyl)-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnoline;

7-(4-ethoxy-phenyl)-3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-cinnoline;

3-[2-((2R)-2-methyl-pyrrolidin-1-yl)-ethyl]-7-(1*H*-pyrrol-2-yl)-cinnoline; and

2-(1,5-dimethyl-1*H*-pyrazol-4-yl)-6-[2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl]-quinoline.

43. (Original) The compound of claim 1, that is 2-(6-{2-[(2R)-2-methyl-1-pyrrolidin-1-yl]-ethyl}-2-naphthalen-2-yl)-2*H*-pyridazin-3-one or 2-(6-{2-[(2R)-2-methyl-1-pyrrolidinyl]ethyl}-2-naphthyl)-3(2*H*)-pyridazinone.

44. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 in combination with a pharmaceutically acceptable carrier.

Claims 45-46 are cancelled.

47. (Currently Amended) The method according to claim 46, A method of treating a condition or disorder modulated by the histamine-3 receptors in a mammal comprising administering an effective amount of a compound of claim 1, wherein the condition or disorder is selected from the group consisting of ~~acute myocardial infarction, Alzheimer's disease, asthma, attention-deficit hyperactivity disorder, bipolar disorder, cognitive dysfunction, cognitive deficits in psychiatric disorders, deficits of memory, deficits of learning, dementia, cutaneous carcinoma, drug abuse, diabetes, type II diabetes, depression, epilepsy, gastrointestinal disorders, inflammation, insulin resistance syndrome, jet lag, medullary thyroid carcinoma, melanoma, Meniere's disease, metabolic syndrome, mild cognitive impairment, migraine, mood and attention alteration, motion sickness, narcolepsy, neurogenic inflammation, obesity, obsessive compulsive disorder, pain, Parkinson's disease, polycystic ovary syndrome, schizophrenia, cognitive deficits of schizophrenia, seizures, septic shock, Syndrome X, Tourette's syndrome, vertigo, and sleep disorders.~~

48. (Original) The method according to claim 46, wherein the condition or disorder affects the memory or cognition.

49. (Original) The method according to claim 46, wherein the condition or disorder is Alzheimer's disease, attention-deficit hyperactivity disorder, schizophrenia, or cognitive deficits of schizophrenia.

Claim 50 is cancelled.